

1 Lester L. Levy (Admitted Pro Hac Vice)
 2 Michele F. Raphael (Admitted Pro Hac Vice)
 WOLF POPPER LLP
 3 845 Third Avenue
 New York NY 10022
 4 Telephone: 212.759.4600
 5 Facsimile: 212.486.2093
 e-mail: llevy@wolfdpopper.com
 6 e-mail: mraphael@wolfdpopper.com

7 William M. Audet (SBN 117456)
 8 Jason Baker (SBN 212380)
 ALEXANDER, HAWES & AUDET, LLP
 9 152 North Third Street, Suite 600
 San Jose, CA 95112
 10 Telephone: 408.289.1776
 11 Facsimile: 408.287.1776
 e-mail: waudet@alexanderlaw.com
 12 e-mail: jbaker@alexanderlaw.com

13 *Attorneys for Plaintiffs and the*
 14 *Proposed Class*

15 UNITED STATES DISTRICT COURT
 16 NORTHERN DISTRICT OF CALIFORNIA
 17 SAN JOSE DIVISION

18			
19	CLRB HANSON INDUSTRIES, LLC d/b/a)	CASE NO: C05-03649 JW	
20	INDUSTRIAL PRINTING, and HOWARD)		
21	STERN, on behalf of themselves and all)	DECLARATION OF MICHELE F.	
22	others similarly situated,)	RAPHAEL IN SUPPORT OF	
23	Plaintiffs,)	PLAINTIFFS' MOTION FOR PARTIAL	
24	vs.)	SUMMARY JUDGMENT	
25	GOOGLE, INC.,)		
26	Defendant.)		
27			
28			

**Declaration of Michele F. Raphael in Support
 of Plaintiffs' Motion for Partial Summary Judgment
 Case No: C05-03649 JW**

1 I, MICHELE F. RAPHAEL, declare as follow:

2 1. I am a member of Wolf Popper LLP ("Wolf Popper"), counsel for Plaintiffs CLRB
3 Hanson Industries, LLC d/b/a Industrial Printing ("CLRB Hanson") and Howard Stern
4 (collectively, "Plaintiffs") in this action against Google, Inc ("Google"). I have personal
5 knowledge of the facts stated herein. I submit this declaration in support of Plaintiffs' Motion for
6 Partial Summary Judgment.
7

8 2. Annexed hereto as Exhibit A is a true and correct copy of the webpage cited from
9 Google's AdWords Demos & Guides, *Bidding and Ranking*. This exhibit was annexed as Ex. B
10 to Plaintiffs' Second Amended Class Action Complaint, dated May 4, 2006.
11

12 3. Annexed hereto as Exhibit B are true and correct copies of webpages from
13 Google's online AdWords Help Center website.
14

15 4. Annexed hereto as Exhibit C are true and correct copies of the pages cited from the
16 transcript of the deposition of Howard Stern, taken on August 16, 2006 ("Stern Tr.").
17

18 5. Annexed hereto as Exhibit D are true and correct copies of the pages cited from the
19 transcript of the deposition of CLRB Hanson, by Brett Hanson, taken on August 18, 2006
20 ("Hanson Tr.").

21 6. Annexed hereto as Exhibit E are true and correct copies of e-mail correspondence
22 between Howard Stern and Google, as produced by the parties in this litigation. (Documents with
23 the prefix "GOOG-HN" were produced by Google; and documents with the prefix "P" were
24 produced by Plaintiffs.)
25
26
27
28

**Declaration of Michele F. Raphael in Support
of Plaintiffs' Motion for Partial Summary Judgment
Case No: C05-03649 JW**

8. Annexed hereto as Exhibit G is a true and correct copy of the Terms and Frequently Asked Questions which Defendant represented was in effect at the time Howard Stern enrolled in Google's AdWords program ("Stern Terms" and "Stern FAQs").

9. Annexed hereto as Exhibit H is a true and correct copy of the Terms and Frequently Asked Questions which Defendant represented was in effect at the time that CLRB Hanson enrolled in Google's AdWords program ("Hanson Terms" and "Hanson FAQs").

10. Annexed hereto as Exhibit I is a true and correct copy of the Terms and Frequently Asked Questions which were retrieved from Google's website at the time the initial complaint in this action was filed (August 3, 2005), and which were annexed as Ex. A to Plaintiffs' Second Amended Class Action Complaint, dated May 4, 2006 (collectively, "Complaint FAQs").

11. Annexed hereto as Exhibit J is a true and correct copy of the Frequently Asked Questions which Defendant represented was in effect as of August 16, 2006, and which was marked as Ex. 21 at the deposition of Howard Stern (“Current FAQs”).

Dated: September 29, 2006

/s/

Michele F. Raphael

Doc. 154582